

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

WINTER INVESTORS, LLC and JACOB FRYMAN  
derivatively on behalf of ETRE FINANCIAL, LLC and on  
their own behalf with respect to direct claims,

Plaintiffs,

-against-

SCOTT PANZER, PAUL FRISCHER, JESSE STEIN,  
SOL MAYER, ELI VERSCHLEISER, ETRE  
FINANCIAL, LLC f/k/a ETRE FINANCIAL HOLDINGS,  
LLC, JS3 ALTERNATIVE INVESTMENTS, LLC,  
FRISCHER KRANZ INC., SMP REALTY NM, LLC,  
EVE, LLC, ETRE FINANCIAL HOLDINGS, LLC, LH  
FINANCIAL, and ETRE INVESTORS HOLDINGS LLC

Defendants,

-and-

ETRE FINANCIAL, LLC,

Nominal Defendant.

Case No. 1:14-cv-06852 (KPF)

**ANSWER TO VERIFIED  
AMENDED COMPLAINT**

Defendant Sol Mayer (collectively “Defendant”), by his attorneys Fryman PC, hereby answer the verified amended complaint (“Complaint”) of plaintiffs Winter Investors, LLC and Jacob Fryman (“Plaintiff”) as follows:

1. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 1 of the Complaint.
2. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 2 of the Complaint.
3. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 3 of the Complaint.
4. Defendant denies the allegations set forth in paragraph 4 of the Complaint.

5. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 5 of the Complaint.
6. Defendant admits the allegations regarding the procedural posture of this action set forth in paragraph 6 of the Complaint but denies the balance of the allegations and that Plaintiffs are entitled to any of the relief requested.
7. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 7 of the Complaint.
8. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 8 of the Complaint.
9. Defendant admits that Plaintiffs bring this action as set forth in paragraph 9 of the Complaint but denies that Plaintiffs are entitled to any of the relief requested.
10. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 10 of the Complaint.
11. Defendant denies the allegations set forth in paragraph 11 of the Complaint.
12. Defendant denies the allegations set forth in paragraph 12 of the Complaint.
13. Defendant denies the allegations set forth in paragraph 13 of the Complaint.
14. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 14 of the Complaint.
15. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 15 of the Complaint.
16. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 16 of the Complaint.

17. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 17 of the Complaint.
18. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 18 of the Complaint.
19. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 19 of the Complaint.
20. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 20 of the Complaint.
21. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 21 of the Complaint.
22. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 22 of the Complaint.
23. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 23 of the Complaint.
24. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 24 of the Complaint.
25. Defendant denies the allegations set forth in paragraph 25 of the Complaint, except admits that Defendant is a natural person.
26. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 26 of the Complaint.
27. Defendant denies the allegations set forth in paragraph 27 of the Complaint.
28. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 28 of the Complaint.

29. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 29 of the Complaint.

30. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 30 of the Complaint.

31. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 31 of the Complaint.

32. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 32 of the Complaint.

33. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 33 of the Complaint.

34. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 34 of the Complaint.

35. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 35 of the Complaint.

36. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 36 of the Complaint.

37. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 37 of the Complaint.

38. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 38 of the Complaint.

39. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 39 of the Complaint.

40. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 40 of the Complaint.
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141. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 141 of the Complaint.

142. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 142 of the Complaint. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph \_\_ of the Complaint.

143. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 143 of the Complaint.

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176. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 176 of the Complaint.

177. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 177 of the Complaint.

178. Defendant denies the allegations set forth in paragraph 178 of the Complaint.

179. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 179 of the Complaint and refers all questions of law to the court.

180. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 180 of the Complaint.

181. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 181 of the Complaint.

182. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 182 of the Complaint.

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185. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 185 of the Complaint.

186. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 186 of the Complaint and refers all questions of law to the court.

187. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 187 of the Complaint and refers all questions of law to the court.

188. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 188 of the Complaint.

189. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 189 of the Complaint.

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194. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 194 of the Complaint.

195. Defendant denies the allegations set forth in paragraph 195 of the Complaint.

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339. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 339 of the Complaint.

340. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 340 of the Complaint.

341. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 341 of the Complaint.

342. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 342 of the Complaint.

343. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 343 of the Complaint.

344. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 344 of the Complaint.

345. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 345 of the Complaint.

346. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 346 of the Complaint.

347. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 347 of the Complaint.

348. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 348 of the Complaint.

349. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 349 of the Complaint.



350. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 350 of the Complaint.

351. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 351 of the Complaint.

352. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 352 of the Complaint.

353. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 353 of the Complaint.

354. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 354 of the Complaint.

355. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 355 of the Complaint.

356. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 356 of the Complaint.

357. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 357 of the Complaint.

358. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 358 of the Complaint.

359. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 359 of the Complaint.

360. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 360 of the Complaint.

361. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 361 of the Complaint.

362. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 362 of the Complaint.

363. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 363 of the Complaint.

364. Defendant denies the allegations set forth in paragraph 364 of the Complaint.

365. Plaintiff repeats each allegation in the preceding paragraphs as if set forth in full herein.

366. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 366 of the Complaint.

367. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 367 of the Complaint.

368. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 368 of the Complaint.

369. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 369 of the Complaint.

370. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 370 of the Complaint.

371. Plaintiff repeats each allegation in the preceding paragraphs as if set forth in full herein.

372. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 372 of the Complaint and refers all questions of law to the court.

373. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 373 of the Complaint and refers all questions of law to the court.

374. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 374 of the Complaint.

375. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 375 of the Complaint.

376. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 376 of the Complaint.

377. Plaintiff repeats each allegation in the preceding paragraphs as if set forth in full herein.

378. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 378 of the Complaint.

379. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 379 of the Complaint.

380. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 380 of the Complaint.

381. Plaintiff repeats each allegation in the preceding paragraphs as if set forth in full herein.

382. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 382 of the Complaint.

383. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 383 of the Complaint.

384. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 384 of the Complaint.

385. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 385 of the Complaint.

386. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 386 of the Complaint and refers all questions of law to the court.

387. Plaintiff repeats each allegation in the preceding paragraphs as if set forth in full herein...

388. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 388 of the Complaint.

389. Plaintiff repeats each allegation in the preceding paragraphs as if set forth in full herein.

390. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 390 of the Complaint.

391. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 391 of the Complaint.

392. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 392 of the Complaint.

393. Plaintiff repeats each allegation in the preceding paragraphs as if set forth in full herein.

394. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 394 of the Complaint.

395. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 395 of the Complaint.

396. Plaintiff repeats each allegation in the preceding paragraphs as if set forth in full herein.

397. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 397 of the Complaint.

398. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 398 of the Complaint.

399. Plaintiff repeats each allegation in the preceding paragraphs as if set forth in full herein.

400. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 400 of the Complaint.

401. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 401 of the Complaint.

402. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 402 of the Complaint.

403. Plaintiff repeats each allegation in the preceding paragraphs as if set forth in full herein.

404. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 404 of the Complaint.

405. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 405 of the Complaint.

406. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 406 of the Complaint.

407. Plaintiff repeats each allegation in the preceding paragraphs as if set forth in full herein.

408. Defendant denies the allegations set forth in paragraph 408 of the Complaint.

409. Defendant denies the allegations set forth in paragraph 409 of the Complaint.

410. Defendant denies the allegations set forth in paragraph 410 of the Complaint.

411. Plaintiff repeats each allegation in the preceding paragraphs as if set forth in full herein.

412. Defendant denies the allegations set forth in paragraph 412 of the Complaint.

413. Defendant denies the allegations set forth in paragraph 413 of the Complaint.

414. Defendant denies the allegations set forth in paragraph 414 of the Complaint.

415. Plaintiff repeats each allegation in the preceding paragraphs as if set forth in full herein.

416. Defendant denies the allegations set forth in paragraph 416 of the Complaint.

417. Defendant denies the allegations set forth in paragraph 417 of the Complaint.

418. Plaintiff repeats each allegation in the preceding paragraphs as if set forth in full herein.

419. Defendant denies the allegations set forth in paragraph 419 of the Complaint.

420. Defendant denies the allegations set forth in paragraph 420 of the Complaint.

421. Defendant denies the allegations set forth in paragraph 421 of the Complaint.

422. Defendant denies the allegations set forth in paragraph 422 of the Complaint.

423. Plaintiff repeats each allegation in the preceding paragraphs as if set forth in full herein.

424. Defendant denies the allegations set forth in paragraph 424 of the Complaint.

425. Plaintiff repeats each allegation in the preceding paragraphs as if set forth in full herein.

426. Defendant denies the allegations set forth in paragraph 426 of the Complaint.

427. Defendant denies the allegations set forth in paragraph 427 of the Complaint.

428. Plaintiff repeats each allegation in the preceding paragraphs as if set forth in full herein.

429. Defendant denies the allegations set forth in paragraph 429 of the Complaint.

430. Defendant denies the allegations set forth in paragraph 430 of the Complaint.

431. Plaintiff repeats each allegation in the preceding paragraphs as if set forth in full herein.

432. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 432 of the Complaint.

433. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 433 of the Complaint.

434. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 434 of the Complaint.

435. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 435 of the Complaint.

436. Plaintiff repeats each allegation in the preceding paragraphs as if set forth in full herein.

437. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 437 of the Complaint.

438. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 438 of the Complaint.

439. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 439 of the Complaint.

440. Plaintiff repeats each allegation in the preceding paragraphs as if set forth in full herein.

441. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 441 of the Complaint.

442. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 442 of the Complaint.

443. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 443 of the Complaint.

444. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 444 of the Complaint.

445. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 445 of the Complaint.

446. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 446 of the Complaint.

447. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 447 of the Complaint.

448. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 448 of the Complaint.

449. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 449 of the Complaint.

450. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 450 of the Complaint.

451. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 451 of the Complaint.

452. Plaintiff repeats each allegation in the preceding paragraphs as if set forth in full herein.

453. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 453 of the Complaint.

454. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 454 of the Complaint.

455. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 455 of the Complaint.

456. Plaintiff repeats each allegation in the preceding paragraphs as if set forth in full herein.

457. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 457 of the Complaint.

458. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 458 of the Complaint.

459. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 459 of the Complaint.

460. Plaintiff repeats each allegation in the preceding paragraphs as if set forth in full herein.



461. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 461 of the Complaint.

462. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 462 of the Complaint.

463. Plaintiff repeats each allegation in the preceding paragraphs as if set forth in full herein.

464. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 464 of the Complaint.

465. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 465 of the Complaint.

466. Plaintiff repeats each allegation in the preceding paragraphs as if set forth in full herein.

467. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 467 of the Complaint.

468. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 468 of the Complaint.

469. Plaintiff repeats each allegation in the preceding paragraphs as if set forth in full herein.

470. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 470 of the Complaint.

471. Defendant lacks sufficient knowledge to admit or deny the allegations set forth in paragraph 471 of the Complaint.

472. Defendant admits that Plaintiffs pray for relief as set forth in paragraph 472 of the Complaint but denies that Plaintiffs are entitled to any of the relief requested.

473. Defendant admits that Plaintiffs pray for relief as set forth in paragraph 473 of the Complaint but denies that Plaintiffs are entitled to any of the relief requested.

474. Defendant admits that Plaintiffs pray for relief as set forth in paragraph 474 of the Complaint but denies that Plaintiffs are entitled to any of the relief requested.

475. Defendant admits that Plaintiffs pray for relief as set forth in paragraph 475 of the Complaint but denies that Plaintiffs are entitled to any of the relief requested.

476. Defendant admits that Plaintiffs pray for relief as set forth in paragraph 476 of the Complaint but denies that Plaintiffs are entitled to any of the relief requested.

### **AFFIRMATIVE DEFENSES**

Defendant pleads the following defenses to the claims purportedly asserted by Plaintiffs without assuming any burden of proof that he would not otherwise bear.

#### **FIRST AFFIRMATIVE DEFENSE**

477. Plaintiff fails to state a claim upon which relief may be granted.

#### **SECOND AFFIRMATIVE DEFENSE**

478. Plaintiffs fail to identify any false statement allegedly made by Defendant, upon which Plaintiffs reasonably relied to their detriment.

#### **THIRD AFFIRMATIVE DEFENSE**

479. Plaintiffs fail to identify any specific, overt action allegedly taken by Defendant in furtherance of a conspiracy.

#### **FOURTH AFFIRMATIVE DEFENSE**

480. Plaintiffs have an adequate remedy at law.

#### **FIFTH AFFIRMATIVE DEFENSE**

481. Plaintiffs' claims are barred by the doctrine of unclean hands.

#### **SIXTH AFFIRMATIVE DEFENSE**

482. Plaintiffs failed to plead their claims with the requisite specificity.

### **SEVENTH AFFIRMATIVE DEFENSE**

483. Plaintiffs have not suffered any actionable injury as a result of the conduct alleged in the Complaint.

### **EIGHTH AFFIRMATIVE DEFENSE**

484. To the extent that Plaintiff suffered any actionable injury as a result of the conduct alleged in the Complaint, such injury was caused solely by Plaintiffs' own intentional conduct or negligence, and was not the direct or proximate result of any action by Defendant.

### **RESERVATION OF RIGHTS**

485. Defendant expressly reserves the right to amend and/or supplement this Answer and the Affirmative Defenses. Defendant reserves the right to raise any additional defenses not asserted herein that may be revealed during the course of discovery or other investigation, or that otherwise are found applicable to him.

### **PRAYER FOR RELIEF**

WHEREFORE, Defendant requests that judgment be entered dismissing the Complaint with prejudice, together with the costs and disbursements of this action, and granting such other and further relief as this Court deems just and proper.

Dated: September 9, 2019

Respectfully submitted,

FRYMAN PC  
*Attorneys for Defendant Sol Mayer*

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